

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 23921 FILED

MAR 29 '02 11:58 AM

TS
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

March 29, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, Equipment Schedule 01, dated as of March 29, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Key Equipment Finance, (a division of Key Corporate Capital, Inc.) 66 South Pearl Street P.O. Box 1865 Albany, New York 12201-1865
Lessee:	Entergy Gulf States Inc 639 Loyola Avenue L-ENT-26C New Orleans, Louisiana 70113

A description of the railroad equipment covered by the enclosed document is:

Two hundred and twenty-nine (229) aluminum rotary dump high gondola railcars: within the series EGSX 950001 - EGSX 950231, excluding EGSX 950112 and EGSX 950118.

Mr. Vernon A. Williams
March 29, 2002
Page 2

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement, Equipment Schedule 01.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23921 FILED

MAR 29 '02 11-58 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

EQUIPMENT SCHEDULE 01

Dated as of March 29, 2002

between

KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.,
Lessor

and

ENTERGY GULF STATES, INC.
Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on March __, 2002, at __:__.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is between ENTERGY GULF STATES, INC., a Texas corporation ("Lessee"), and KEY EQUIPMENT FINANCE, a DIVISION OF KEY CORPORATE CAPITAL INC., a Michigan corporation ("Lessor").

W I T N E S S E T H

1. Pursuant to the Master Equipment Lease Agreement, dated as of March 29, 2002, together with Equipment Schedule No. 01 thereto dated as of March 29, 2002 (collectively, the "Lease Agreement"), Lessor agreed to lease to Lessee, and the Lessee agreed to lease from Lessor Two Hundred Twenty-nine (229) aluminum rotary dump high gondola railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

Lessee:

Key Equipment Finance, a Division
of Key Corporate Capital Inc.

Entergy Gulf States, Inc.

By: [Signature]
Name: MICHAEL A. WOOD

By: _____
Name: _____

Title: REGIONAL BUSINESS UNIT MGR

Title: _____

RECORDATION NO. 23921 FILED
MAR 29 '02 11-58 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

THIS SUPPLEMENT dated as of March 29, 2002 supplements and amends that certain Memorandum of Lease Agreement by and between **ENTERGY GULF STATES, INC.**, a Texas corporation ("Lessee"), and **KEY EQUIPMENT FINANCE, a DIVISION OF KEY CORPORATE CAPITAL INC.**, a Michigan corporation ("Lessor").

W I T N E S S E T H

1. Pursuant to the Master Equipment Lease Agreement, dated as of March 29, 2002, together with Equipment Schedule No. 01 thereto dated as of March 29, 2002 (collectively, the "Lease Agreement"), Lessor agreed to lease to Lessee, and the Lessee agreed to lease from Lessor Two Hundred Twenty-nine (229) aluminum rotary dump high gondola railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

Lessee:

KEY EQUIPMENT FINANCE, A DIVISION OF
KEY CORPORATE CAPITAL INC.

Entergy Gulf States, Inc.

By: _____
Name: _____
Title: _____

By: Nathan E. Langston
Name: Nathan E. Langston
Title: Senior Vice President and
Chief Accounting Officer

STATE OF New York)
) ss.:
COUNTY OF Albany)

On this 29th (Day) day of March (Month), 2002 (Year), before me the subscriber personally appeared Robert M. Ward, who being by me duly sworn, did depose and say; that (s)he resides at Russelton County, State of New York; that (s)he is a Regional Business Unit Manager of Key Equipment Corporation, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

James M. Kresge
NOTARY PUBLIC

My Commission Expires: 4/1/02

JAMES M. KRESGE
Notary Public, State of New York
No. 01KR505845
Qualified in Albany County
Commission Expires April 1, 2002

STATE OF)
) ss.:
COUNTY OF)

On this _____ (Day) day of _____ (Month), _____ (Year), before me the subscriber personally appeared _____, who being by me duly sworn, did depose and say; that (s)he resides at _____ County, State of _____: that (s)he is a _____ of _____, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

NOTARY PUBLIC

My Commission Expires:

STATE OF)
) ss.:
COUNTY OF)

On this ____ (Day) day of ____ (Month), ____ (Year), before me the subscriber personally appeared _____, who being by me duly sworn, did depose and say; that (s)he resides at _____ County, State of ____: that (s)he is a _____ of _____, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

NOTARY PUBLIC

My Commission Expires:

STATE OF LOUISIANA)
) ss.:
PARISH OF ORLEANS)

On this ____ day of March, 2002, before me the subscriber personally appeared Nathan E. Langston, who being by me duly sworn, did depose and say; that he resides at Orleans Parish, State of Louisiana: that he is Senior Vice President and Chief Accounting Officer of Entergy Gulf States, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.



NOTARY PUBLIC

My Commission Expires:

Exhibit A

EQUIPMENT DESCRIPTION

Lease: Equipment Schedule No. 01 dated as of March 29, 2002 to Master Equipment Lease Agreement Dated as of March 29, 2002.

Lessor: KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.

Lessee: ENTERGY GULF STATES, INC.

1	Aluminum rotary dump high gondola railcar	EGSX950001
1	Aluminum rotary dump high gondola railcar	EGSX950002
1	Aluminum rotary dump high gondola railcar	EGSX950003
1	Aluminum rotary dump high gondola railcar	EGSX950004
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1	Aluminum rotary dump high gondola railcar	EGSX950032
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